

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: :  
USG CORPORATION, : Chapter 11  
a Delaware corporation, et al., : Jointly Administered  
Debtors. : Case No. 01-2094 (JKF)  
  
USG CORPORATION, et al., : Hearing Date: January 30, 2006  
Movant : Hearing Time: 11:00 am  
  
v. :  
OFFICIAL COMMITTEE OF : Civil Action No. 04-1559 (JFC)  
ASBESTOS PERSONAL INJURY : Civil Action No. 04-1560 (JFC)  
CLAIMANTS, et al., :  
  
Respondents. :

MOTION FOR STAY OF ESTIMATION PROCEEDINGS AND PROCEEDINGS ON DEBTORS'  
VOTING RIGHTS MOTION

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*Counsel for Debtors*

On January 26, 2006, Debtors<sup>1</sup>, the Official Committee of Asbestos Personal Injury Claimants (the "ACC"), the counsel for each member of the ACC in its individual capacity and on behalf of such member, and Dean M. Trafellet, in his capacity as the Legal Representative for Future Claimants in the above-captioned actions (the "FCR") executed a term sheet (the "Term Sheet") setting forth the basic terms on which the parties have agreed to settle certain disputes relating to Debtors' alleged liability for asbestos-related personal injury claims and demands. The Term Sheet, when implemented by a confirmed plan of reorganization for Debtors, will resolve all the disputes as to which the Court withdrew the reference relating to: (1) the estimation of Debtors' liability for asbestos-related personal injury claims and (2) Debtors' Motion For a Declaration With Respect to the Voting Rights of Certain Putative Claimants. It also provides that Debtors, the ACC, and the FCR will jointly seek a stay of the estimation litigation.

In light of the pending settlement, Debtors, the ACC, the FCR, the Official Committee of Unsecured Creditors, and the Statutory Committee of Equity Security Holders (collectively the "Parties") hereby jointly request that the above-captioned actions, including all discovery efforts, be stayed immediately. The Official Committee of Property Damage Claimants takes no position on the motion.

A stay of these proceedings is necessary to allow the Parties to focus their energies on the creation of a plan of reorganization to be submitted for confirmation in the Bankruptcy Court for the District of Delaware. A stay will also protect Debtors'

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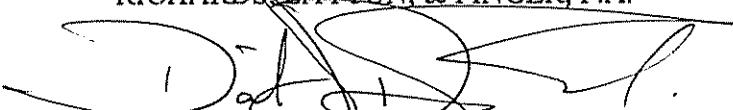
<sup>1</sup> "Debtors" include the following eleven entities: USG Corporation, United States Gypsum Company, USG Interiors, Inc., USG Interiors International, Inc., L&W Supply Corporation, Beadex Manufacturing, LLC, B-R Pipeline Company, La Mirada Products Co., Inc., USG Industries, Inc., USG Pipeline Company, and Stocking Specialists, Inc.

estate from needless additional expense, and is therefore in the interests of all stakeholders in these proceedings. Should any material change in the status of the pending settlement occur, or should the Parties for any reason determine that a resumption of these proceedings is necessary, the Parties will inform the Court promptly.

For the foregoing reasons, the Parties respectfully request the Court to enter a stay of the above-captioned actions.

Dated: January 30, 2006

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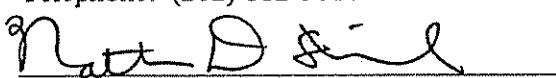
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Counsel for the Official Committee of Asbestos Personal Injury Claimants

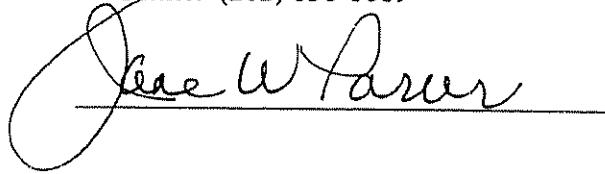
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Dated: January 30, 2006



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Dated: January 30, 2006

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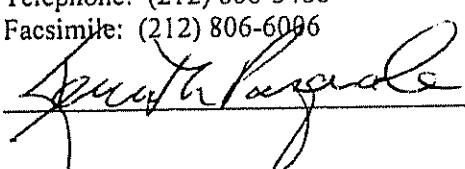
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Dated: January 30, 2006



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Dated: January 30, 2006



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FOR THE DISTRICT OF DELAWARE**

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	:	<b>Case No. 01-2094 (JKF)</b>
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<b>CLAIMANTS, et al.,</b>	:	
	:	
<b>Respondents.</b>	:	

**[PROPOSED] ORDER STAYING ESTIMATION PROCEEDINGS AND PROCEEDINGS ON  
DEBTORS' VOTING RIGHTS MOTION**

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*Counsel for Debtors*

On January 30, 2006, the Court was informed that Debtors<sup>1</sup>, the Official Committee of Asbestos Personal Injury Claimants (the “ACC”), the counsel for each member of the ACC in its individual capacity and on behalf of such member, and Dean M. Trafelet, in his capacity as the Legal Representative for Future Claimants have executed a term sheet (the “Term Sheet”) setting forth the basic terms on which the parties have agreed to settle certain disputes relating to Debtors’ alleged liability for asbestos-related personal injury claims and demands. The Term Sheet, when implemented by a confirmed plan of reorganization for Debtors, will resolve all the disputes as to which the Court withdrew the reference in the above-captioned actions.

In light of the pending settlement, the above captioned actions are hereby stayed indefinitely. This includes a stay of all discovery efforts, including subpoenas or other discovery directed to third parties. If these proceedings must resume at later date, the Court will enter an appropriate order at that time.

The Debtors, and any other parties who issued a subpoena or other third-party discovery device to a third party, are hereby directed to serve a copy of this Order on any party to whom such third-party discovery was directed informing them that the return date for such a subpoena or other discovery is hereby stayed pending further order of the Court.

**IT IS SO ORDERED.**

Dated: \_\_\_\_\_

The Honorable Joy Flowers Conti  
United States District Court Judge

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<sup>1</sup> “Debtors” include the following eleven entities: USG Corporation, United States Gypsum Company, USG Interiors, Inc., USG Interiors International, Inc., L&W Supply Corporation, Beadex Manufacturing, LLC, B-R Pipeline Company, La Mirada Products Co., Inc., USG Industries, Inc., USG Pipeline Company, and Stocking Specialists, Inc.